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the AVENGERS
SEP
#11
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EARTH'S MIGHTIEST HEROES

AVENGERS

They are the world's greatest heroes: America's super-soldier, reborn from the ashes of World War II; an immortal thunder god from the golden halls of Asgard; a modern-day knight clad in futuristic armor of his own design; a young woman whose mutant power to affect probability causes some to see her as a witch; an archer whose unerring eye is matched only by the strength of his arms; a brilliant scientist and his one true love, each endowed with the abilities of the smallest of Earth's creatures, the insects; and a hybrid who embodies the finest and most ferocious aspects of the feline species. Together, they stand allied against the threats that none of them can face alone; together, they are much, much more than merely the sum of their parts. They are Earth's Mightiest Heroes—The Avengers!

CAPTAIN AMERICA

The Avengers' moral compass as well as their field leader, *Captain America* has recently been awakened from a decades-long dream to return to the service of his country once again. Originally our greatest fighting man against the Axis forces in WWII, *Cap* now stands vigilant guardian against the evils that plague modern America, while seeking to find his own place in society as *Steve Rogers*.

THOR

The god of thunder, *Thor* is the immortal son of Odin, chief sky god as worshiped by the Vikings. Departing from his home in hallowed Asgard, *Thor* has sworn to protect the inhabitants of Midgard (Earth) from all who would seek to do them harm. By his side he carries the indestructible enchanted hammer, *Mjolnir*, one of the most powerful weapons in the universe.

IRON MAN

Brilliant and fabulously wealthy inventor *Tony Stark* is both the Avengers' chief source of financial support, and also secretly one of their most powerful members. When a near-fatal accident forced *Stark* to don an experimental life-preserving armor of his own design, he chose to take advantage of the fateful occurrence by using the armor to fight for good as the invincible *Iron Man*.

SCARLET WITCH

The mysterious young woman known only as *Wanda* was abandoned as a child and later found and raised by the so-called witch, Agatha Harkness. While her abilities may themselves seem like witchcraft to some, in truth they are the expression of her mutant ability to psionically affect probability, manifested by her "hexes". She continues to hone her abilities in the Avengers as the *Scarlet Witch*.

HAWKEYE

A master archer as well as an accomplished acrobat, *Clint Barton* felt that his talents were wasted on a burgeoning career in the circus and chose instead the life of an adventurer. Cocky and independent, he has always felt that the mantle of leadership in the Avengers would fit his shoulders rather better than it fits anyone else's.

ANT-MAN

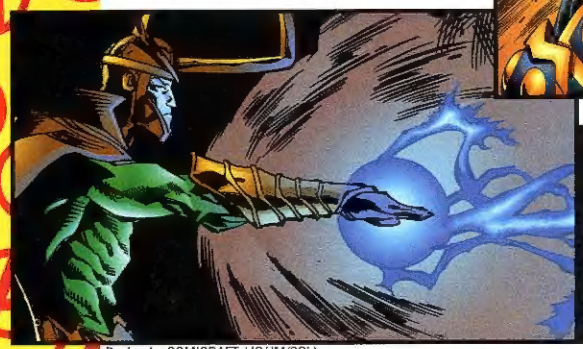
Genius scientist *Hank Pym*, researcher in the field of microbotics, created an incredible Micron gas whose unique properties caused items that it affected to shrink in size. In an attempt to repair the android Avenger known as the *Vision*, *Pym* himself became the first subject of the use of Micron gas on a living being. *Pym* later joined the ranks of the Avengers as the astonishing *Ant-Man*.

PREVIOUSLY IN AVENGERS

The Avengers learned that the Gamma Core powering Avengers Island, previously thought to have been shut down, had somehow become active again — and even more inexplicable was the arrival from its heart of a completely different, but somehow familiar, Thor!

In the meantime, Loki has directed his efforts toward turning the Avengers' own members against the team; the old Thor, Hawkeye, and Hellcat have already signed up and instigated a battle using their new, stylized powers against the Avengers.

Thor confronts "Thor", provoking a disastrous encounter, and only two blazing blue hammers can settle the dispute.



Frustrated with the stalemate battle he himself has orchestrated, Loki fears the face of failure; disregarding the risk of death, he consumes the remaining energy directly from the reactor, increasing his strength and abilities to the ultimate degree.

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VICTORY IS MINE!
FATHER YMIR! HEAR ME!
AT LAST LOKI HAS BECOME WORTHY OF HIS FROST GIANT FOREBEARS!
I SHALL RULE WITH ICE AND IRON!
AND WOE TO THOSE WHO DO NOT BOW DOWN BEFORE ME!
FOR I, THY GOD, SHALL BE A JEALOUS GOD!
HA HAHA HAHA
THE FIRST FROST GIANT -- Rachelle-
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AND THE VOICE OF THE ROARING GIANT DOES NOT GO UNNOTICED...
...EVEN IN THE HEAT OF THE BATTLE!
PARTY'S OVER, CAP! OUR SIDE JUST WON!
WHAT? BY ODIN'S BEARD!!
THY STARTLEMENT BE THY UNDOING!
WHRAKK
NOW SHALT WE HAVE REAVING AND WENCHING A-PLENTY!
LOKI! 'TIS US! THE ENCHANTRESS!
AND THOR!
THE GODS OF THE NORTHMEN RULE AGAIN!
IN TRUTH, MY FORMER ALLIES...
HA HA HA
GAACK!
...LOKI HATH CONCLUDED THAT MONOTHEISM IS THE BEST POLICY!
ONE UNIVERSE! ONE GOD!
AND FOR THE AVENGERS, A LITTLE TASTE OF LOKI'S FORTHCOMING MERCY...
...TO WHET THINE APPETITES!
HA HA HA
BTHHHRAMM

NOW SHALL WE RESHAPE THE WORLD IN OUR OWN IMAGE!
ASGARD WITHOUT ODIN! LOKI NOW AND FOREVER!
HAHAHA
HIS POWER DOTH BEGGAR DESCRIPTION!
AND I SENSE THE TRUTH OF HIS WORDS!
WHATEVER WORLD I AM COME TO, THERE IS NO ASGARD...
...AND NO ODIN!
TRULY THE AVENGERS ARE MANKIND'S LAST HOPE!
I DON'T BELIEVE IT! HE'S BETRAYED US ALL.
WAKE UP AND SMELL THE COFFEE, WANDA. HE'S LOKI!!
BUT... CAP! YOU DON'T UNDERSTAND. HE GAVE ME WHAT I WANTED.
WELL, NOW HE'S TAKING IT AWAY.
THIS THOR'S STILL ALIVE, CAP.
SO ARE AMORA AND HAWKEYE. LET'S GET THEM INSIDE.
YOU MAY AS WELL COME TOO, WANDA.
YOU'VE NOWHERE ELSE TO GO.

THIS TIME, CAP, I THINK WE MAY HAVE MET OUR MATCH.
CAN THAT SORT OF TALK RIGHT NOW. THE AVENGERS'LL FIND A WAY.
HERE, ENCHANTRESS. THIS'LL HELP.
ONLY IF IT'S A REMEDY FOR SPRAINED PRIDE.
AND THEE, MY FOOLISH TWIN?
MINE HEAD BE SPLITTING, BUT EVEN MINE BELOVED MJOLNIR MAY NOT BE ENOUGH TO SPLIT LOKI'S HEAD AS I WISH.
WE SHOULD HAVE KNOWN BETTER, BUT I NEVER DREAMED LOKI'S PLAN WOULD MAKE HIM SO POWERFUL.
WE ARE DOOMED.
THAT CAN'T BE TRUE!
YEEOOOW
SSSSS
Oh NO! THE MIRROR!
KRAKKOOWW
LOOK! THE SCARLET WITCH'S REFLECTION! IT'S HELLCAT!
BUT... WHAT DOES THAT MEAN?
THIS IS SOME MAGIC AT WORK!

ONLY ONE MAN

CAN SEND THE

FORCES OF DARKNESS

BACK TO HELL...

FOR AN INSTANT, HELLCAT'S IMAGE HANGS MIDWAY BETWEEN THE SCARLET WITCH...
NOOOO!
...AND THE MIRROR!
THEN IT VANISHES INTO THE DEPTHS OF THE GLASS...
SKATTTTTER
...FOREVER!
WANDA! WHAT HAPPENED? WHERE'S HELLCAT?
LOKI!... PUT HELLCAT IN MY BODY...
...WHEN I WENT TO WARN YOU.*
AVENGERS #49. -- Rachelle
SHE... COULDN'T... COME TO TERMS WITH HERSELF...
...BELIEVED HIS PROMISES...
...PAID THE PRICE.
I WAS INSIDE ALL THE TIME. I KNOW.
BUT... WHERE DOES THE CAT FIT IN?*
IT'S MY GUARDIAN AGATHA HARKNESS'S FAMILIAR, EBONY.
BUT WHERE IS AGATHA?
SHE IS THE CAT! I KNOW A LOKI ENCHANTMENT WHEN I SEE ONE.
PH TZING
THANK YOU, AMORA! OH, IT FEELS GOOD TO BE FREE.
I AM SORRY FOR HELLCAT, WANDA. BUT IT WAS THE ONLY WAY YOU COULD BE RELEASED.

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COMING SOON

[redacted] ALL SHARE THE BLAME. I DON'T THINK ANY OF US EVEN REALIZED HELLCAT WAS MISSING!
NO WONDER SHE FELL FOR LOKI'S LURE.
BUT HAWKEYE? CLINT!
UGG! ACCKK! GAAAH!
HIS BONDS HOLD HIM BUT SO DOES LOKI'S MAGIC. HIS SOUL BATTLES VALIANTLY...
...BUT IF I BREAK THE SPELL, I MAY DAMAGE HIM PERMANENTLY.
THEN WE'LL HAVE TO DO IT THE HARD WAY.
SO FAR, LOKI HAS TAKEN ALL THE TRICKS.
IT'S TIME WE CHANGED THE RULES OF THE GAME!
MEANWHILE, IN THE NEXT ROOM...
YOU REMIND ME OF SOMEONE I KNEW A LONG TIME AGO, THOR, IN ANOTHER LIFE, IF THAT'S POSSIBLE.
A WARRIOR... HERCULES... EXUBERANT, VERY BRAVE... RECKLESS.
WHAT GOOD [redacted] A WARRIOR'S [redacted] ARM IF IT HANGETH LIMP AT HIS SIDE?
WHERE SMITETH THE REAVING? WHERE BE THE BATTLE TO MAKE HEROES OF US ALL?
DOTH EXUBERANCE SITTETH SO BADLY 'PON A GOD'S BROW? DOTH RECKLESSNESS?
THESE AVENGERS... THESE TIMES... THEY BE DULL BEYOND BELIEF!
YOU SEEK REAVING? YOU SEEK BATTLE?
THEN HOLD UP THY HAMMER...

...AND MEASURE THE STRENGTH OF THY RIGHT ARM...
...FOR THE METTLE OF THE AVENGERS IS ABOUT TO BE TESTED TO ITS LIMITS.
THE BATTLE AGAINST THIS DEADLY LOKI MAY CONSUME US ALL...
...AND THE HAMMERS OF THE THUNDER GODS ARE NEEDED AS NEVER BEFORE!
IF BATTLE IS THY DESIRE, BROTHER, THOU SHALT HAVE IT... APLENTY!
IRON MAN'S COME UP WITH A LIKELY SCENARIO.
THE KEY IS THE REACTOR ON AVENGERS ISLAND.
LOKI ONCE TAPPED THE REACTOR'S ENERGY SOURCE TO
...NOW HE CHANNELING THAT ENERGY HIMSELF...
AND IS
THE IT'S

MOVE WE ADJOURN TO THE REACTOR CONTAINMENT BUILDING ON AVENGERS ISLAND.
CAPACITOR ABSORB MORE THAN 30 MILLION ERGS OF ENERGY BEFORE -- Huh?
CAP! WHAT'S THAT GLOWING FIELD AROUND THE REACTOR?
I DON'T KNOW, WASP, BUT I DON'T LIKE THE LOOK OF IT.
AMORA, IS THAT MORE OF LOKI'S HANDIWORK?
"IF SOURCE POWER, THEN, THAT'S WHERE 'S GOING TO HT!"
IT IS. HE'S ANTICIPATED A MOVE MIGHT BE MADE AGAINST THE SOURCE OF HIS POWER...
...AND PLACED AN UNBREAKABLE SHIELD AROUND IT.
WE'LL SEE ABOUT THAT.
THOR!?

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SCRLANNNNGG
IT BE IMPOSSIBLE! NOTHING CAN RESISTETH THE ONSLAUGHT OF MJOLNIR! AND WE HAVE TWO!
I SHALL SUMMONETH A STORM FROM HEAVEN THAT WILL REND YON MAGIC FIELD TO ATOMS!
STAY THY HAND, BROTHER. SUCH UNLEASHED FURY MIGHT DESTROY MANHATTAN ITSELF!
OR WORSE! IT MIGHT EVEN RUPTURE THE ACTUAL REACTOR, AND IF REED RICHARDS'S ANALYSIS OF IT'S TRUE NATURE IS CORRECT...*
...YOU COULD RIP OPEN THE FLAW IN THE FABRIC OF SPACE-TIME THE REACTOR REPRESENTS AND DESTROY THE EARTH!
WE'VE GOT TO BE SMARTER THAN THAT!
* LAST ISSUE --Rachelle

HAHA HAHA HA
RUN, MORTALS, RUN!
THY REALM... AND THY TIME...
...ARE THROUGH!
WHEN I AM FINISHED, THIS SQUALID CITY WILL BE TRANSFORMED INTO THE GOLDEN MANSIONS OF THE GODS!
ASGARD WILL LIVE AGAIN...
...WITH LOKI AS ITS LORD!
THAT WILL NEVER BE, EVIL ONE...
?

...FOR ASGARD IS A PLACE OF THE HEART...
...AND LOKI HAS NO HEART!
ODIN!
NO!
THIS IS IMPOSSIBLE!

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- ☐ FAN Fantastic Four
- ☐ GHR Ghost Rider
- ☐ HFH Heroes For Hire NEW
- ☐ INC Incredible Hulk
- ☐ IRM Iron Man
- ☐ JIM Journey Into Mystery
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- ☐ GEN Generation X
- ☐ XME Uncanny X-Men
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- ☐ FAC X-Factor
- ☐ XFO X-Force
- ☐ MAN X-Man
- ☐ MEN X-Men

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H77MD9

I HAVE COME A LONG AND WEARY WAY TO STOP THEE, STEPSON!
MAYHAP THIS WILL CONVINCE YOU OF MY REALITY!
UGGH!
SKREEACKT
THOR'S HAMMER? BUT... WHAT OF GUNGNIR? WHERE IS THY UNERRING SPEAR?
AS YOU WELL KNOW, TRICKSTER, MJOLNIR IS THE MOST POWERFUL WEAPON OF THE GODS!
AND DIDST THOU NOT MAKE A BARGAIN WITH THY STEPBROTHER TO LET HIM CRUSH THY SKULL IF THOU LIED TO HIM?
THOU DIDST LIE!
AVENGERS 3D -- Rachelle
I HAVE COME TO FULFILL HIS PART OF THE BARGAIN.
SPLASSH
NOOOO!

AND AS TWO TITANS CLASH IN THE HUDSON RIVER...
...THREE SMALL FIGURES WATCH FROM THE SHADOWS OF THE RUINED MANSION ON AVENGERS ISLAND.
THEY HAVE ONE THING IN COMMON...
THEY ARE ALL SORCERESSES!
LOKI'S POWER IS INCREDIBLE!
WE'LL NEVER BE ABLE TO MATCH HIM. MAGIC FOR MAGIC! WE'LL HAVE TO CHOOSE EACH MOMENT!
LOKI'S PREPARING TO STRIKE AGAIN!
ENERGIZE ODIN! NOW!
AND AT THE REACTOR...
THOU ART READY, DR. PYM?
I'VE RECONFIGURED MY SUIT'S STORAGE CAPACITY. READY TO ROCK N' ROLL, AMIGO.
HANK, ARE YOU SURE YOU CAN HANDLE THIS?
I'VE GOT TO DO WHATEVER I CAN, JAN. YOU KNOW THAT.
MAYBE AFTER THIS, WE'LL TAKE A LITTLE EARLY RETIREMENT.
ALL SYSTEMS GREEN.
ODIN HAS TO HOLD LONG START DEPLETING P
IF WE CAN GET HIM TO OPEN UP HIS SHIELD, WE CAN SIPHON ENOUGH ENERGY
I FEAR OUR RUSE MAY NOT WORK QUICKLY ENOUGH. I TOO SHOULD JOIN IN THE BATTLE.
YOU'RE IN THE BATTLE ALREADY, THOR.
IF WE GET THAT SHIELD OPENED, EVERYTHING'S GOING TO HIT THE FAN.
WE NEED YOU. HERE.

THE SMELL OF OZONE FILLS THE AIR AS THE FURIOUS BATTLE CONTINUES...
...UNTIL...
THAKKRA
UGGH!
AT LAST! ODIN HATH FALLEN!
I HAVE WRESTED VICTORY FROM THE ALL-FATHER HIMSELF!
WHERE [redacted] THE VALKYRIES NOW, STEP-FATHER? WHERE IS THY VAUNTED ODIN-POWER?
SHAKKKTHOOM
BETTER THOU SHOULDST ASK [redacted] IS MJOLNIR!
FOR IT WILL SEEK THY LIFE EVEN BEYOND MY DEATH!
ACK!
THAT... HURT! MY POWER WANES!
BUT ODIN IS SORELY WOUNDED! I MUST REPLENISH MY ENERGY AND DESTROY HIM BEFORE HE CAN RECOVER!

KAKTRARACK
THE SHIELD'S DOWN!
IRON MAN! ANTMAN! THOR! NOW!
ENERGY INTAKE TO THE MAX!
STORAGE NODES ACTIVATED!
BING, MJOLNIR, FOR THE LIFE OF EARTH!
IT'S WORKING! THEY'RE DIVERTING [redacted] FROM THE REACTOR!
HOW LONG BEFORE LOKI REALIZES IT?
"I'D SAY ALMOST IMMEDIATELY!"
?!?

99 bullet-riddled bodies on the wall,
99 bullet-riddled bodies,
take one down, pass it around,
98 bullet-riddled bodies on the wall.
98 bullet-riddled bodies...

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TURN AGAIN, LOKI! *COUGH*
OUR BATTLE... BE NOT [redacted] FINISHED.
MY ENERGY SOURCE HATH BEEN ABORTED!
THOUGH MY POWER BE [redacted] THE ALL-FATHER MUST FALL 'ERE I LOSE [redacted] EVERYTHING!
AAAARGH!
KRE
AK
DIE, YOU ONE-EYED MONSTER! DIE!
STEAM ROILS INTO THE AIR ABOVE THE HUDSON AND SUDDENLY...
YOU FIGHTETH... WELL, STEP-BROTHER...
...BUT E'EN NOW, THE... *COUGH*... BATTLE BE NOT OVER...
THOR!
I HAVE BEEN DUPED! AND MY POWER GREATLY DIMINISHED!
BUT THE DUNCE COULD NOT HAVE ACCOMPLISHED THIS CHARADE UNAIDED!
WHOSOEVER DARETH TO TRICK THE TRICKSTER SHALL DIE SWIFT AND TERRIBLE DEATHS...
...AND I KNOW WHERE TO FIND THEM!

While in the shadow of Avengers Mansion...
[illegible] Witch and Agatha Harkness have fallen, exhausted from their efforts to energize Thor and maintain the deception...
...and I too am nearly spent.
But the Avengers must be warned!
Janet! You've got to delay him, if only for a few seconds longer!
I love you, darling!
And I you!
But even as the Wasp soars out of the building...
KARWROOOUMM
Take heed! Thor hath fallen... ...and Loki approaches at speed!
The mansion! It's completely blown away!
Ah, ha! I knew it could only'eth be the Avengers!
I shouldst have killed you demons first! But there be no time like the present!
Despaireth and die!

PREPARETH TO —
ARRGH!
MINE EAR!
WHAT FIEND HATH — AHA! THE WASP DOTH IMITATETH HER NAMESAKE'S STING!
ZAPT!
THEN DIE LIKE THE INSECT THOU BE!
JAN! THIS IS HANK! GET AWAY FROM HIM! NOW!
THOU CANST NOT FLY FAR ENOUGH TO EVADE MY WRATH, ME BEAUTY!
I SHALL SCALDETH THE VERY AIR UNTIL —
...uhhh...
WHAT...?

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181: 196: 55: 175: 182: 249: 84: 180, 196: 200: 202: 52: 189: 232: 233: 297: 299: 298: 327: 322: 324, 330: 332: 336: 346: 348: 357: 360: 362: 363: 364: 365: 366: 367: 368: 369: 370: 371: 372: 373: 374: 375: 376: 377: 378: 379: 380: 381: 382: 383: 384: 385: 386: 387: 388: 389: 390: 391: 392: 393: 394: 395: 396: 397: 398: 399: 400: 401:

THRUMM
AERRKK!
AND FAR ABOVE THE CLOUDS...
HE'S STILL MOVING, COLONEL FURY! LASER BATTERIES RECHARGED AND READY?
HOLD YER FIRE!
PYAH! S.H.I.E.L.D. HELICARRIER CAN'T DO ANY MORE! HE'S TOO CLOSE TO YOU!
WHAT? THOU THINKEST TO STOP LOKI ALONE?
THEN IT LOOKS LIKE IT'S UP TO ME!
I SHALL TEARETH THINE LIVING HEART FROM THINE CHEST 'ERE I RESTETH!
I'VE CUT BIGGER MEN THAN YOU DOWN TO SIZE, MISTER...
...AND IT LOOKS LIKE YOU'RE ALREADY SHRINKING TO ME.
THKWRACK
HAVE YOU NOTICED? YOUR VOCABULARY'S GOING DOWNHILL BIG TIME!

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CAP! JUMP CLEAR!
WE'RE FULLY CHARGED!
MJOLNIR BURNS WITH NUCLEAR FIRE! MAY ODIN GUIDE MY ARM!
I'M REVERSING CHANNEL! NOW!
NOOOO!
THE UNLEASHED FURY ENGULFS THE STAGGERING FIGURE.
FOR A MOMENT, LOKI GLOWS AS BRIGHTLY AS A DYING STAR.
AND THEN IS GONE.

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...AND THE COST CAN BE HIGH.
MY BROTHER!
ÞOOLIGHK LOKI?
HE IS VANQUISHED. THOU HAST SAVED THE WORLD.
IT BE... ÞOOLIGHK... A GOOD WAY FOR A GOD... ÞOOLIGHK TO DIE...
...IS IT NOT, BROTHER?
MAYHAP... I EARN... ÞOOLIGHK... A SEAT IN... VALHALLA...
IF THERE IS JUSTICE, BROTHER...
...YOU WILL SIT AT ODIN'S TABLE BESIDE HAROKIN AND ELIF AND SKURGE AND THE REST OF THE HEROES THIS VERY NIGHT.
MY BROTHER. MY WORTHY BROTHER.

EPILOGUE...
ROOSEVELT HOSPITAL ON THE WEST SIDE OF MANHATTAN...
I'M DEEPLY ASHAMED, CAP.
OF WHAT I DID. OF WHAT I ALMOST BECAME.
HOW CAN I FACE THE OTHERS AFTER THIS?
CLINT, IT COULD HAVE HAPPENED TO ANY OF US.
THERE'S NOTHING YOU COULD DO AGAINST LOKI'S MAGIC.
MAYBE NOT. BUT IF I HADN'T WANTED YOUR JOB SO BADLY...
...IF I HADN'T BEEN SO BLINDLY ARROGANT...
...MAYBE I WOULDN'T HAVE BEEN SUCH AN EASY TARGET.
THAT'S MORE THAN ANY OF US CAN KNOW, HAWKEYE. AS FAR AS I'M CONCERNED...
...AND I SPEAK FOR US ALL...
...YOU'RE STILL AN AVENGER AND YOU'D BETTER GET WELL FAST, HAWKEYE!
YOUR SICK LEAVE'S ABOUT USED UP.
I'LL BE READY, CAP...
...AND I'LL BE WEARING THE COSTUME LOKI MADE FOR ME...
...TO REMIND ME OF MY MOST BITTER FAILURE...
...UNTIL I MAKE GOOD.
COUNT ON IT. I'LL BE READY.
NEXT SHADOW'S END! ...WHEREIN ALL THINGS COME TO DUST
BE HERE

BULLPEN BULLETINS

AVAILABLE JULY 16

HELLO FOR HIRE

The Dow Jones Industrial Average isn't the only thing being shattered ■ the HEROES converge on Wall Street to wage their final [illegible] against the nefarious NITRO! Plus, a member takes his leave of the group! Who could possibly replace him? By JOHN OSTRANDER and PASCUAL FERRY! *3

INCREDIBLE HULK

Deal of the century? APOCALYPSE offers to help the ailing HULK regain the BRUCE BANNER portion of his personality! In exchange, ■ Hulk must become the fourth horseman of Apocalypse — WAR! By PETER DAVID and ADAM KUBERT! *456

IRON MAN

The true identity of HYDRA is revealed, and it's a shocker to all — even MADAME HYDRA is stunned! Meanwhile, TONY STARK reluctantly faces ■ against his one-time ally, DOCTOR DOOM! By JEPH LOEB and RYAN BENJAMIN! *111

TERRIFICS

Terror grips the Big Apple ■ more than ■ hundred ELEMENTS OF DOOM swarm ■ the Empire State Building! The THUNDERBOLTS must bring down this seething mass — without bringing down the house! By KURT BUSIEK and MARK BAGLEY! *6

PETER PARKER: SPIDER-MAN

Bitten by MORBIUS, SPIDEY finds himself battling a wall-crawler's worst enemy: vertigo! Will SHOC and the FRIENDS OF HUMANITY take advantage of his misfortune? By HOWARD MACKIE and JOHN ROMITA, JR.! *83

EXCALIBUR

PETE WISDOM and NIGHTCRAWLER visit ■ latter's native land, Germany, in search of the elusive AMANDA SEFTON! Meanwhile, COLOSSUS and MEGGAN know the anguish of being trapped in No Man's Land! By BEN RAAB and PETE WOODS! *112

PSYLOCKE & ARCHANGEL: CRIMSON DAWN

Those ill-fated lovebirds PSYLOCKE and ARCHANGEL reach the make-or-break point in their relationship — and wouldn't ya know it, that's the moment KURAGARI chooses to attack! By ■ RAAB and SALVADOR LARROCA! *2 of 4

STRONG GUY: OFF DUTY

STRONG GUY leaps out of the pages of X-FACTOR — and out of his coma — to stir up trouble and save the universe with his babealicious friend, LILA CHENEY! Action-packed fun, with puzzles and games to boot! By TODD DEZAGO and ANDY SMITH! *1 of 1

WHAT IF?

GAMBIT discovers the deepest, darkest secret in the Marvel Universe — and decides ■ share it with the deadly MR. SINISTER! Can ROGUE stop ■ ragin' Cajun from spilling the beans? Plus, ■ fun back-up story featuring the FANTASTIC FOUR ■ ■ Land of OZ! By IVAN VELEZ, JR., ROB PIOTROWSKI, KLAUS JANSON, and RURIK TYLER! *100

X-MAN

Traumatized by his recent poisoning, NATE GREY passes out in the park and is discovered by three sexy babes! Some guys have all the luck... or do they? There may be more to these girls than meets the eye — and that's saying a lot! By TERRY KAVANAGH and ROGER CRUZ! *30

X-MEN

The PRIME SENTINELS, wielding their latest deadly technology, continue their relentless hunt for ICEMAN and mutant doctor CECILIA REYES! Help may be on the way — an Israeli Mossad agent has fled her homeland ■ deliver information that could mean the end of BASTION and the hateful OPERATION: ZERO TOLERANCE! By SCOTT LOBDELL and CARLOS PACHECO! *67

STAR TREK: DEEP SPACE NINE

On the forbidden world of TALOS IV, OMEGA SQUAD battles rampaging hordes of JEM'HADAR! The only way to stop the primitive warriors is to blow up their stash of energy-supplying drugs! Can PAVA do it alone? By CHRIS COOPER and CHRIS RENAUD! *10

MARVEL ONLINE [available JULY 16]

SPIDER-MAN CYBERCOMIC

A startling new saga begins! Someone is targeting Osborn Industries for destruction – and SPIDER-MAN thinks ■ ■ may be his greatest enemy, back from ■ dead! By GLENN GREENBERG, PAT CHAU and MARK BADGER! *49

ITEM! Marvel interns make good! JASON DURNIN, a junior at New York's Baruch College, and SCOTT KELSON, a SUNY at Albany Junior, recently spoke about the glory of comics and the job opportunities therein to a group of third and fourth-graders at P.S. 88 in Queens! And their good deed made the news! The *Daily News*, to be precise! Jason and Scott's appearance was part of the paper's "New York Knicks Present Master Math" program. The guys talked about their internships, how comics are put together, and how they use math on a daily basis. (Don't we all?) The article ran in 800,000 copies of the May 14 issue of the *News!* Good work, guys! Thanks for helping to spread the good name of Marvel to the uneducated masses! We're proud of you! Now GET BACK TO WORK!

ITEM! WHAT IF? turns 100 next week! And to celebrate this fabulous event, we're giving you a double-sized issue that packs ■ king-sized wallop! The main story is plotted and drawn by KLAUS JANSON, with scripting by IVAN (GHOST RIDER) VELEZ, JR., and features that star-crossed couple, GAMBIT and ROGUE! ■ seems that the Louisiana bad boy has stumbled upon the biggest secret in the Marvel Universe — one that could lead to its ultimate destruction! But when it comes to love, the ace-flipping X-Man isn't playing with ■ full deck! When MR. SINISTER offers a serum that will finally allow Rogue to touch Gambit, ■ well as a possible cure for the Legacy Virus in exchange for the deadly secret, the ragin' Cajun can't say no! Now, Rogue must reach SINISTER before it's too late — but how can she get Gambit out of the way? We'll give you a hint: it's in her kiss!

Speaking of "out of the way," WHAT IF #100 also features a back-up story by ROB PIOTROWSKI that's pretty much out of this world — what if the FANTASTIC FOUR crash-landed in the LAND OF OZ? We all know the INVISIBLE WOMAN will be Dorothy — but does anyone care to lay bets as to who will take the part of the cowardly lion? This tall tale features art by RURIK TYLER! Don't miss this spectacular issue! It's the coolest WHAT IF? ever — ■ *question* about it!

To check out our ever-awesome official Marvel website, for up-to-the-minute news and information on current and upcoming projects, go to the World Wide Web and type in:

www.marvel.com!

And if you're ■ subscriber to America Online and you want to check out Marvel Online for trivia, creator/artist chats, the Spider-Man CyberComic and lots more, just click on to "Keyword" and type in "Marvel"! If you're not a subscriber to America Online and would like to be, just call 1-800-338-6100!

EDITORIAL PROFILE:
GLENN GREENBERG
ABLE ASSISTANT EDITOR AND TV SHOW KILLER

HE'S WRITTEN: The SPIDER-MAN CYBERCOMIC for Marvel Online, the SPIDER-MAN: THE OSBORN JOURNAL one-shot, SPIDER-MAN UNLIMITED #17, THE ADVENTURES OF SPIDER-MAN, and issues of THE SILVER SURFER!

HE ASSISTANT EDITS: THUNDERBOLTS, UNTOLD TALES OF SPIDER-MAN, HERCULES AND THE HEART OF CHAOS, VENOM, GHOST RIDER, MARVEL TEAM-UP, and various one-shots and limited series!

WHAT DOES AN ASSISTANT EDITOR DO? All the work!

WHAT DOES AN ASSISTANT EDITOR GET FOR IT? None of the credit!

HOW HE GOT INTO MARVEL: Actually, I'm one of the few editorial people on staff who never did an internship here first! I started by doing letters pages for ■ couple of the editorial offices, and eventually was brought on staff!

WORST ■ EVER: I was once hired by a temp agency to do office work while in college, so I arrived at work dressed in a suit and tie, only to find myself dragging heavy office furniture from room to room for two days!

HE'S ATTEMPTED THE WEAKEST PICKUP LINE KNOWN TO MAN: "Virginia Beach... where is that, Florida?"

HE COOKS: Poorly, but I can make a mean barbecued chicken with spaghetti when I have to!

HE APPRECIATES AND ADMIRES THE TALENTS OF OTHERS: My main influences have been Stan Lee, George Lucas, Steven Spielberg, Howard Stern, Gene Roddenberry, Stephen King, Denny O'Neil, Mark Gruenwald, Roger Stern, Peter David, J.M. DeMatteis, Marv Wolfman, and Bram Stoker !

THE BEST MOVIE HE'S EVER [illegible] *The Empire Strikes Back.*

THE WORST MOVIE HE■ EVER SEEN: A three-way tie between *Crash, Highlander 2,* and *Halloween 6!*

HOW HE KILLS TV SHOWS: If I like ■ television show, it's probably going to get cancelled. The most recent example: *American Gothic!* Luckily, I still have *NYPD Blue!*

IF YOU CALLED [illegible] MOTHER, SHE'D PROBABLY TELL YOU GLENN IS: Hot-tempered, frequently nice and usually well-meaning!

■ TALENTED: My hobbies are playing guitar, reading, goofing off with Ralph Macchio and Mark Bernardo, and slowly but surely driving Tom Brevoort insane!

MARVEL ONLINE CHAT SCHEDULE FOR THIS WEEK:

7/10/97 - Writer ■ BUSIEK and ■ TOM ■ (THUNDERBOLTS)
■ PM - 10:30 ■ EST

7/14/97 - KATHY PROBE (Overpower)
■ ■ - 11 PM EST

Artist CHRIS BACHALO (GENERATION X)
10 PM - 11 ■ EST

7/15/97 - Asst. Editor/Writer GLENN GREENBERG (SPIDER-MAN CYBERCOMIC)
9 PM - 10 ■ EST

Please note ■■ this ■ ■ TENTATIVE schedule. Keep checking MARVEL ONLINE ■ up-to-the-minute information!

STAN'S SOAPBOX!

Hi, Heroes!

Welcome to the culture corner and to the most widely-read column of all (among the Lee family) as we breathlessly meet our lucky No-Prize Laureates!

The first ■■ favored by fate is Russell Lasky of Fort Lee, N.J., who poses this emotion-tinged query:

"I'd like to get my ■■ comics published. I'd also like to work for Marvel. Should I keep doing my ■■ characters or work on established characters like Captain America and Thor?"

Well, Russ, before I can answer in my usual Solomonistic manner, we'd haveta know how good you are. And this goes for all you misguided maniacs who wanna work in comics! Send samples of your work to Marvel's "Submissions Editor." His answer may change thy life forever!

From East Yorkshire, England, Kevin Barron daringly demands:

"Slip back into fan mode and ■■ us your three favorite Marvel stories of all time."

That's kinda tough, 'cause, as you've probably suspected, I'm my own biggest fan and love everything I write! However, I'll nominate the Fantastic Four's "This Man, This Monster!," the Silver Surfer's "Parable," and Spider-Man's "The Kid Who Collects Spider-Man." (It's heresy! I didn't even write that one! Rollickin' Roger Stern did!)

Our third No-Prizer, Robert Hobbs of Norwalk, IA, has been losing sleep wondering:

"Will your new [illegible] of 'Excelsior Comics' ever see print?"

Alas, those new mags ■■■ due ■ year ago, but my workload on the movies suddenly doubled and I didn't have the time necessary to ensure that Excelsior would be as good as ■■ wanted it to be. And you know Mighty Marvel would never give you less than the absolute best! But don't despair, True Believers – when you least expect it, there shall come –

Excelsior!

Stan Lee

You, too, can be ■ notorious No-Prize Laureate! Shoot your question -- the briefer the better – to

"Stan's Soapbox,"
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387 Park Avenue South
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The rest is in the lap of the gods!

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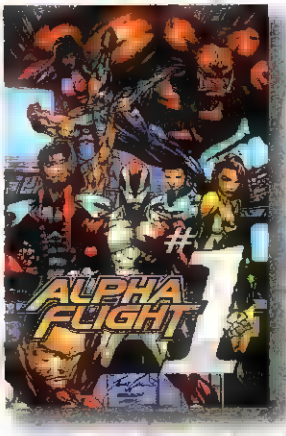

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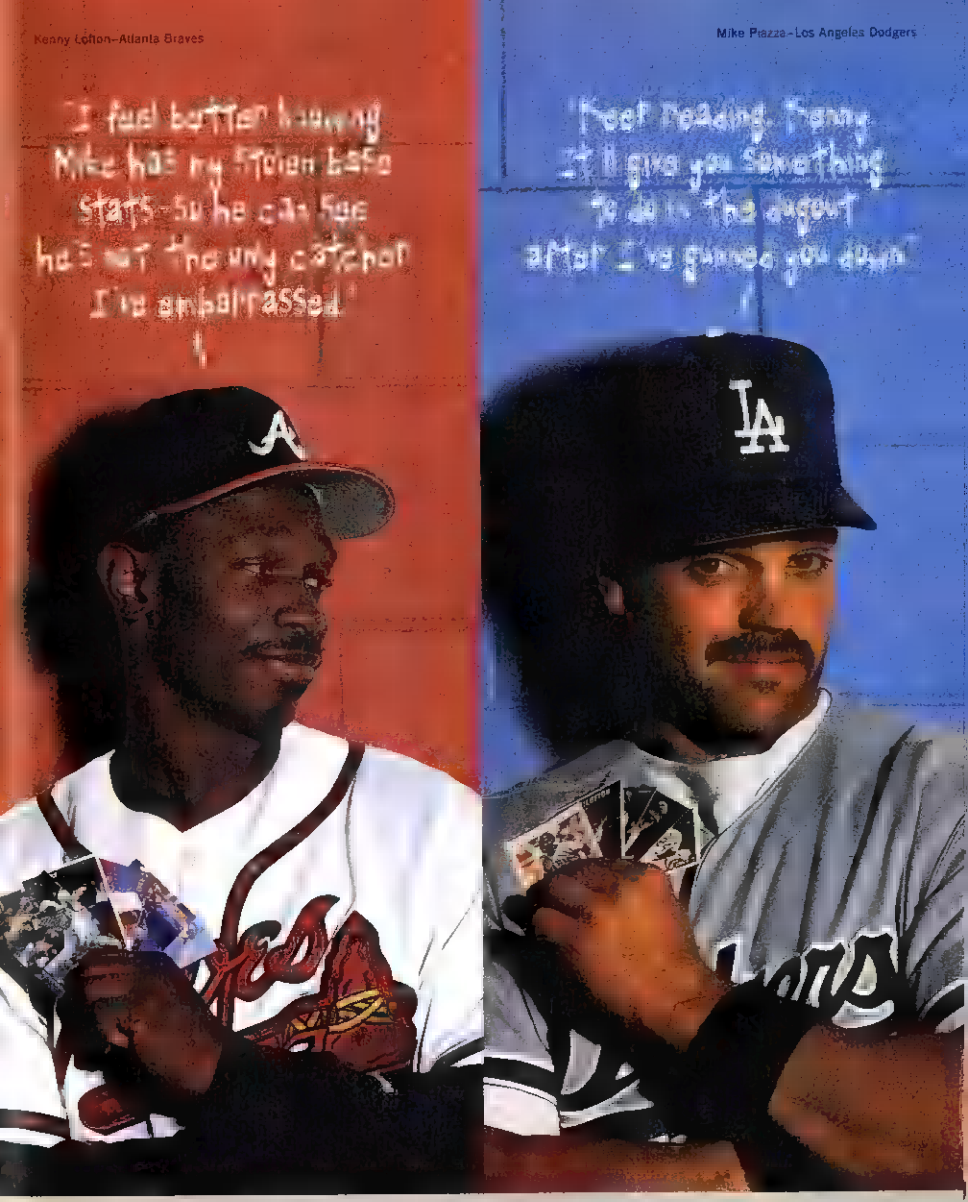
Kenny Lofton–Atlanta Braves
I feel better knowing Mike has my stolen base stats–so he can see he's not the only catcher I've embarrassed
Mike Piazza–Los Angeles Dodgers
Keep reading, Kenny. It'll give you something to do in the dugout after I've gunned you down

To get ALL the shots and stats, you gotta get the cards.

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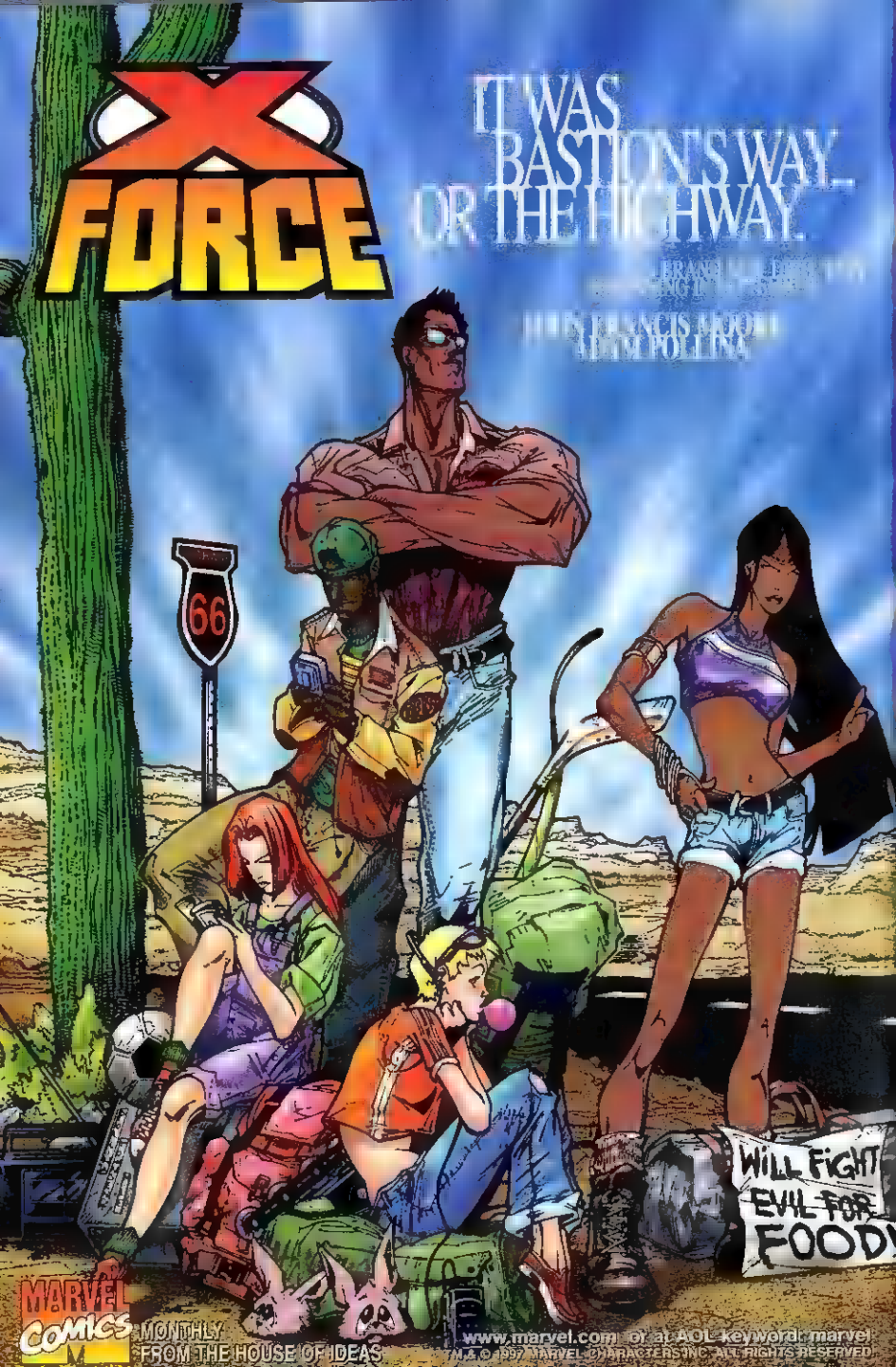
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DR. STRANGE

A DÉJÀ VIEW TO P. CRAIG RUSSELL'S DR. STRANGE SPECIAL

P. CRAIG RUSSELL IS AN ARTIST IN THE CLASSIC SENSE. THAT IS, HIS ART IS ALWAYS CHANGING, ALWAYS GROWING, ALWAYS TRANSFORMING. AND IT IS WITH THIS IN MIND THAT THE ARTIST WHOSE AWARD-WINNING WORK ON OSCAR WILDE'S FAIRY TALES, BATMAN: LEGENDS OF THE DARK KNIGHT, SANDMAN, OPERA, THE JUNGLE BOOK, ELRIC, AND OF COURSE, KILLRAVEN, RETURNS TO MARVEL TO REDRAW AND WRITE THE DR. STRANGE EPIC THAT FIRST SAW PRINT IN 1976.

"Dr. Strange: What is it that disturbs you?"

MARVEL COMICS:
I guess this can be called a story that truly is/was 25 years in the making. How did it come about?

P. CRAIG RUSSELL:
For years I've wanted Marvel to reprint my Dr. Strange annual. My writer, Mark Andreyko, suggested reprinting the book with some extra pages to flesh out certain scenes. Anyhow, I called Bob Harras.

MC: And that was that?

PR: Well, not exactly. Bob agreed to do the project. But as I started really looking at it, I began to notice how shaky some of my art was. It was 20 years ago. Anyhow, it was to be a 35-page novel with 13 new pages put in. But then I needed to redraw so much of the old art that the story took on a different look and feel completely. I really ended up reconceptualizing the whole thing. For those who have the old annual, you'll see what I mean.

MC: Is there anything the same?

PR: Yep. One panel.

MC: Tell us about the story...

PR: Well, initially, I made up the story as it went. I just started drawing it and let the pencil and ink kind of take over. The original ended right when Dr. Strange and Lectra (who was really called Electra way before the Daredevil character) reached the city. What's interesting is that a lot of the original ideas of the story will appear here, now, for the very first time. It's really a story about love and how hateful we can be to get it.

MC: Dr. Strange is not as popular as the X-Men or Spider-Man, yet some of the best writers and artists alike want to work on the character. Why do you think that is?

PR: He's the Batman of the Marvel Universe in that there's so much you can do to him. There are so many different directions you can take him. He fits in with all my different artistic influences. In Dr. Strange, for example, architecture is of prime importance. To convincingly draw the irrational is not easy. Ditko drew him so well. He made Dr. Strange his character.

MC: Anyone else's Doc influence you?

PR: Mike Golden and Barry Smith.

MC: Is there anything else you want to say about the project?

PR: Only that it was totally one of the most "fun" things I've ever done. It was like I was in competition with who I was at 21 years old. A great challenge. And, that it is amazing to have Lovern Kindzierski coloring it. He's amazing.

"Dr. Strange: What is it that disturbs you?"

P. Craig Russell
Mark Andreyko
Lovern Kindzierski

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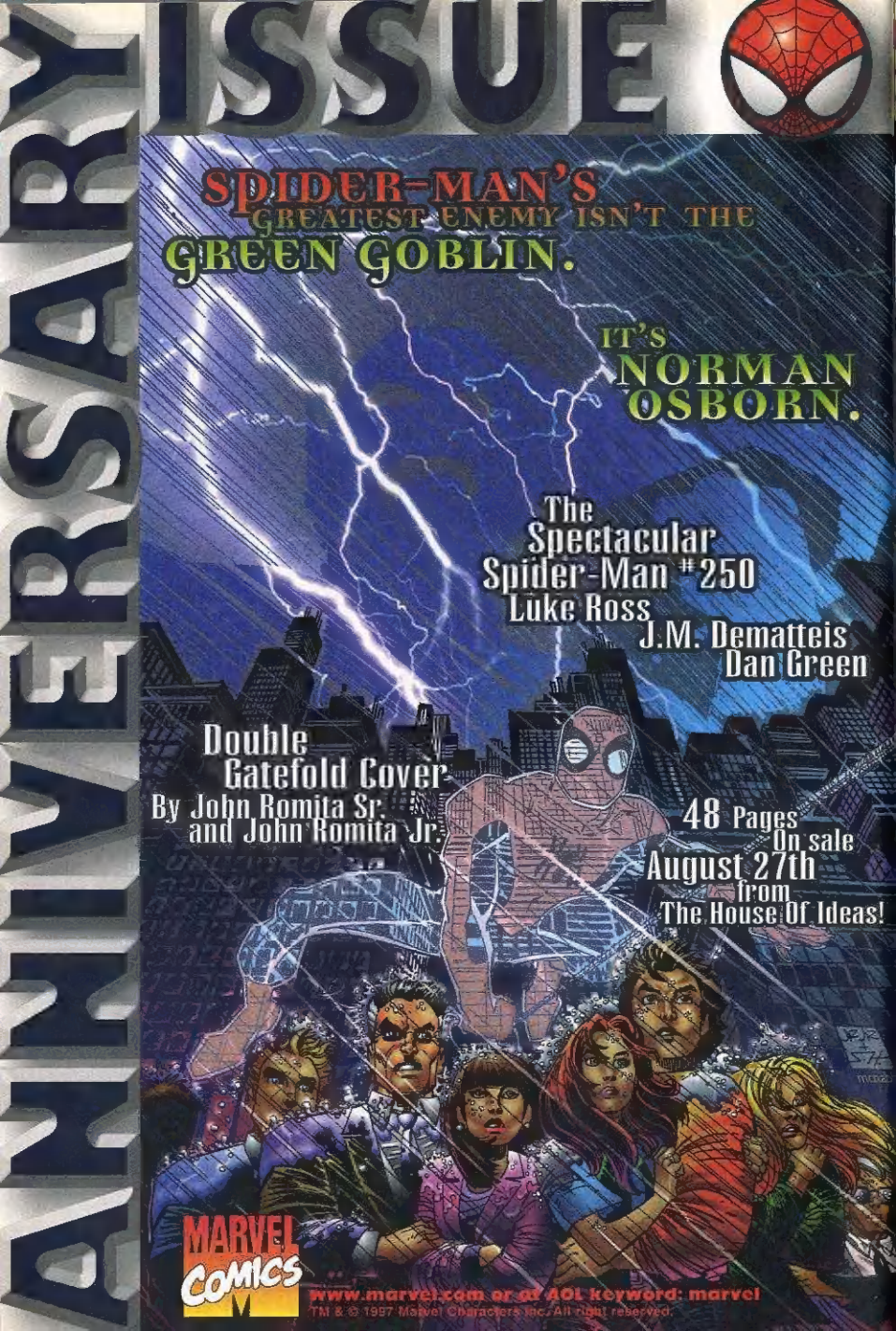
ANNIVERSARY ISSUE
SPIDER-MAN'S GREATEST ENEMY ISN'T THE GREEN GOBLIN.
IT'S NORMAN OSBORN.
The Spectacular Spider-Man #250
Luke Ross
J.M. Dematteis
Dan Green
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